



**Registered No: 30143R**

**SUSSEX CRICKET LIMITED**

**RULES**

**[Amended with effect from March 2020]**

**[Subject to approval by the Financial Conduct Authority]**

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## **1. NAME, REGISTERED OFFICE AND CREST**

- 1.1 The name of the Society shall be "Sussex Cricket Limited" ("the Organisation").
- 1.2 The registered office of the Organisation shall be at The County Ground, Eaton Road, Hove, BN3 3AN ("the County Ground").
- 1.3 The Organisation is the governing body for cricket in the County of Sussex ("the County").
- 1.4 The crest of the Organisation shall be six martlets in a shield with "Sussex Cricket" in a scroll beneath the shield. The martlets shall be gold on a light blue background with dark blue surrounds.

## **2. REGISTRATION**

- 2.1 The Organisation is a Community Benefits Society registered under the Co-operative and Community Benefit Societies Act 2014 ("the Act").

## **3. OBJECTS**

The objects of the Organisation shall be:

- 3.1 To be the local governing body for cricket within Sussex and in discharging this role to create and adopt a strategic framework and local policies.
- 3.2 To interpret and adhere to national directives and rules, regulations, policies and procedures through affiliation with the England and Wales Cricket Board ("ECB") or its successor(s) and/or any other relevant body or bodies.
- 3.3 To compete each season at as high a level as sustainably possible in such professional and amateur competitions as may, from time to time, be decided by the Board of Directors and the ECB, and to promote and arrange the playing of cricket matches by teams representing the County whether in the County or elsewhere.
- 3.4 To promote interest and understanding in the playing and watching of men's and women's cricket at all levels and all age groups within and beyond the County.
- 3.5 To promote cricket in the community as a means for the development of young people and adults, including those with disabilities, and the development of local communities.
- 3.6 To strengthen the bonds between the Organisation and local communities in Sussex and the surrounding areas particularly through cricket and through the promotion of community social responsibility initiatives and other related charitable initiatives.
- 3.7 To promote and support cricket matches played in the County and governed by the laws of cricket as authorised by Marylebone Cricket Club and by such regulations as may, from time to time, be laid down by the ECB or its successor(s) or any other relevant body or bodies.

- 3.8 To provide such cricketing and other entertainment that may attract increasingly high levels of participation and membership/support that will produce surplus revenues to be deployed for the furtherance of the objects of the Organisation.
- 3.9 To do all such other things as are conducive to the attainment of the above objects or are otherwise in the best interests of the Organisation.

#### **4. POWERS**

To further its objects, the Organisation shall have the power to do all such things as are incidental or conducive to the objects of the Organisation including (but not limited to) all or any of the following:

- 4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the Organisation for the objects of the Organisation in such manner as shall be considered by the Board of Directors in its discretion to be desirable or expedient, and to carry on all such other activities (including but not limited to leasing, sub-leasing, re-leasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Board of Directors to be necessary, desirable or expedient for the purposes of the Organisation or the advancement of its interests.
- 4.2 To raise or borrow money from Members or others up to a limit of £50million for the purposes of or in connection with the activities of the Organisation or any of them, on such terms as may be decided by the Board of Directors. Any sum or sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets, present or future, of the Organisation, and whether or not including any floating charge of all or any of the undertaking, property and assets of the Organisation.
- 4.3 To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Organisation or any of its subsidiaries or other persons or corporations in whose business or undertaking the Organisation is interested, or to whom or in respect of whom the Organisation has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Organisation by a trust deed or other assurance.
- 4.4 To accept and grant sponsorship, franchises and other arrangements, on such terms as may be decided by the Board of Directors.
- 4.5 To apply for and hold any licences consents and approvals that may be required in connection with the activities of the Organisation and to provide catering and such other facilities as the Board of Directors shall consider desirable.
- 4.6 To invite, receive and make donations for, or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket or any other sport or recreation.
- 4.7 To support (whether by direct subscription, the giving of guarantees, or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will, in the opinion of the Board of Directors directly or indirectly benefit, or is calculated so as to benefit, the Organisation in pursuit of its objects.

- 4.8 To promote, arrange and organise competitions and activities that will produce surplus revenues to be deployed for the furtherance of the objects of the Organisation.
- 4.9 To engage such officers, employees and consultants upon such terms and at such remuneration, as the Board of Directors may deem appropriate and to dismiss or retire any of them as may be necessary and lawful.
- 4.10 To make arrangement for the provision of pensions, insurances and other benefits for employees or ex-employees of the Organisation or dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.11 To take out indemnity insurance for Board Directors and to insure property of the Organisation against any foreseeable risk and take out other insurance policies as may be considered necessary by the Board of Directors to protect the Organisation.
- 4.12 To maintain bank accounts in credit or overdrawn on such terms as the Board of Directors shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems.
- 4.13 To enter into all deeds and documents of novation, or otherwise consequent upon or by reference to the incorporation of the Organisation.
- 4.14 To invest any part of its funds, subject to the Act.
- 4.15 To maintain separate bank accounts and management accounts, prepared such that funds earmarked for the professional cricket activities are ring-fenced, as are those funds allocated for recreational and community-based cricketing activities. This includes the return from investments, property and all assets relating to each activity.

## **5. MEMBERSHIP**

- 5.1 The Organisation has two categories of Members, as follows:
  - Individual Members; and
  - Affiliated Clubs
- 5.2 The Organisation may also have such categories of Associate Membership as the Board of Directors shall determine, including Honorary Members, who shall not be Members of the Organisation for the purposes of voting or holding a share in the Organisation, unless they are also Individual Members. The Directors may make Regulations about the admittance, removal and privileges of Associate Members, including Honorary Members.
- 5.3 The Board of Directors may establish other sub-categories of Membership as they think fit.
- 5.4 The Board of Directors shall, from time to time, determine appropriate subscription levels and ensuing benefits for different Membership categories and sub-categories.

- 5.5 The privileges of membership for Members and Associate Members, Regulations and byelaws in force from time to time shall be posted on a designated notice board at the County Ground and on the Organisation's website.
- 5.6 Those Members who have paid a membership for life shall be Individual Members and shall retain the privileges and benefits of such life membership as they were at the time the Member joined this category of membership, whenever possible.
- 5.7 Paid employees of the Organisation are not entitled to be authorised representatives of Affiliated Clubs, or to be Elected Directors.

### ***Individual Members***

- 5.8 Individual Members are **individuals** admitted to Membership in accordance with the Rules.

### ***Affiliated Clubs***

- 5.9 Affiliated Clubs are **community cricket clubs or other such bodies affiliated to the Organisation** and admitted to Membership in accordance with the Rules.

5.9.1 An Affiliated Club, which is an **unincorporated** body, shall exercise its Membership through the person of its nominated representative from time to time. Every such body must notify the Organisation in writing of the name of its nominated representative and may, subject to the Board of Directors' right to decline to accept any person as a representative, replace such nominated representative at any time by giving notice to the Organisation. The Membership rights may be exercised by the nominated representative on behalf of the Affiliated Club that he or she represents.

5.9.2 An Affiliated Club, which is an **incorporated** body, may by resolution of its Directors or other governing body authorise a person to act as its representative at any meeting of the Organisation. The Affiliated Club shall notify the Organisation in writing of the name of its authorised representative, who the Board of Directors has a right to decline. The Membership rights may be exercised by the authorised representative on behalf of the Affiliated Club that he or she represents.

- 5.10 No individual person or body may become an Individual Member or Affiliated Club of the Organisation unless:

5.10.1 he or she has applied for Membership in a manner approved by the Board of Directors; and

5.10.2 the Board of Directors has approved the application.

- 5.11 The Board of Directors may, from time to time, prescribe criteria for Membership, but shall not be obliged to accept applicants fulfilling those criteria as Members.

- 5.12 The Board of Directors may in their absolute discretion decline to accept any person or body as a Member and need not give reasons for so doing.

### ***Non-Transferable Membership***

- 5.13 Membership is not transferable.

### ***Termination of Membership***

- 5.14 A Member shall cease to be a Member:
- 5.14.1 if the Member, being an Individual Member dies;
  - 5.14.2 if the Affiliated Club, being an unincorporated organisation under Rule 5.9.1, ceases to exist;
  - 5.14.3 if the Affiliated Club, being an incorporated body, under Rule 5.9.2, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, or ceases to exist and has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made, or a resolution passed for its winding up;
  - 5.14.4 on the expiry of at least seven Clear Days' notice given by the Member to the Organisation of their intention to withdraw;
  - 5.14.5 if any subscription remains unpaid and Membership is removed in accordance with Rule 5.20.
  - 5.14.6 if any Individual Member shall transfer, lend or part with his or her Member's card to any other person or abuse any of the privileges of Membership. (This does not apply to the use by a third party of a second or guest card).
- 5.15 As provided from time-to-time in the Regulations, the Board of Directors shall have power to remove a Member from the list of Members and shall give him or her notice thereof through the Chief Executive. Where a Member's name is removed from the list of Members, by a decision of the Board of Directors, there shall be a right to appeal, as detailed in the Regulations.
- 5.16 Upon a claim being made by a personal representative of a deceased Member, or trustee in bankruptcy of a Member who is a bankrupt, the Organisation shall transfer or pay such property to which the personal representative, or trustee in bankruptcy, has become entitled.

### ***Copies of Rules and Membership List***

- 5.17 A copy of the Rules shall be made available to any Member on first joining the Organisation and otherwise on request, and Members shall be deemed to have received notice of the Rules and to be bound thereby.
- 5.18 The names and contact details of current Members shall be held in the Organisation's office. No part of this list shall be released to any business or individual, for commercial or marketing purposes or without the prior consent of the Board of Directors, for any other purpose. The requirements of the General Data Protection Regulation from time to time in force shall be observed.

## ***Subscriptions***

- 5.19 All subscriptions due shall be paid in each year by a date (or dates) specified by the Board of Directors in a Regulation. No Member shall be entitled to any of the privileges of Membership (including, without limitation, the right to vote at Annual or Special General Meetings of the Organisation) until his or her, or the Affiliated Club's, subscription for the current year has been paid.
- 5.20 The Membership of any Member whose subscription remains unpaid on the date specified shall forthwith cease, provided that the Board of Directors shall have discretion to re-admit any such person to Membership on such conditions as it shall consider appropriate.

## **6. SHARE CAPITAL AND FINANCE**

### ***Share Capital***

- 6.1 The capital of the Organisation shall consist of shares of the value of five pence.
- 6.2 Every paid-up Member, in both categories of Membership, shall hold one share only in the capital of the Organisation. One share shall be equal to one vote, for those Members who are eligible to vote.
- 6.3 Five pence of the subscription paid by each Member shall be deemed to have been applied in purchasing his or her share.
- 6.4 No share shall be able to be withdrawn by or transferred to any Member and no interest, dividend or bonus shall be payable on any share, nor might it be held in trust for any other person. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith shall, if the Board of Directors decides, be deemed to have resigned from the Organisation as from the date of such transfer or attempted transfer.
- 6.5 The share of a Member shall be forfeited to the Organisation when that Member for whatever reason ceases to be a Member.
- 6.6 The Organisation shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

### ***Finance***

- 6.7 The surpluses of the Organisation shall be applied in furthering the objects of the Organisation. No distribution of the Organisation's assets may be made to Members provided that this shall not prevent the Organisation repaying loans, making donations in furtherance of its objects, or entering into contractual relationships with Members for the provision of goods and services.
- 6.8 The Organisation shall not have power to receive money on deposit from Members or others but may raise or borrow money from Members in accordance with Rule 4.2.

## **7. THE BOARD OF DIRECTORS**

### ***Composition of the Board of Directors***

- 7.1 With effect from the AGM in March 2021, there shall be a Board of Directors of the Organisation (the “Board of Directors”), which shall be constituted as follows:
- 7.1.1 four Directors elected by the Individual Members (“Elected Directors”);
  - 7.1.2 two Directors elected by the Affiliated Clubs (“Elected Directors”);
  - 7.1.3 a Honorary Treasurer appointed by the Board of Directors (Honorary Director);
  - 7.1.4 up to three Executive Directors, including the Chief Executive, appointed by the Board of Directors. (“Executive Directors”).
  - 7.1.5 up to four Directors co-opted by the Board of Directors in accordance with Rules 7.29 – 7.33 (“Co-opted Directors”);

### ***Powers and Duties of Directors and the Board of Directors***

- 7.2 The Board of Directors shall administer the affairs of the Organisation and shall, subject to the Act and relevant powers of the Members exercised in General Meetings, exercise all powers of the Organisation expressed in Rule 4 and may delegate their powers in accordance with Rule 11.
- 7.3 The Board of Directors shall not exercise its powers in any way or for any purpose inconsistent with the Objects of the Organisation.
- 7.4 The Board of Directors may establish and amend such Regulations and byelaws as may be required for the effective implementation of these Rules and the efficient operation of the Organisation. Copies of such Regulations and byelaws shall be available to Members on request.
- 7.5 The Board of Directors shall exercise overall control of the Organisation in accordance with these Rules and such Regulations and byelaws as may from time to time be promulgated to the Members.
- 7.6 The Board of Directors may nominate from time to time an appropriate person to act as the Society’s Secretary on such terms and conditions as the Board of Directors may agree.
- 7.7 The Honorary Treasurer shall have particular responsibility for: ensuring the Organisation keeps proper books of account; reporting on a regular basis to the Board of Directors on the financial position of the Organisation; advising the Board of Directors on the financial implications of any major recurrent or capital expenditure proposed to be incurred; and advising the Board of Directors in discharging its duties in preparing and reporting to the Annual General Meeting on the Annual Accounts for the previous financial year.
- 7.8 The Board of Directors shall be empowered (subject to the provisions of these Rules) to determine and vary the categories and privileges of Membership and to make such Regulations and byelaws consistent with these Rules, as it may from time to time deem expedient. Any change shall be notified to Members.



- 7.9 For the avoidance of doubt, without limiting the powers granted by Rule 4.5, the Board of Directors may apply for and obtain such licences as may be required at the County Ground, Hove and at other grounds in the County where the Organisation plays.

***Nomination of Candidates for Election as Directors***

- 7.10 Candidates for election by Individual Members in accordance with Rule 7.1.1 must be:
- 7.10.1 Individual Members of not less than three years standing (i.e. the preceding three seasons) and aged eighteen years or over and less than seventy-five years at the time of being nominated. (An Elected Director shall retire at the AGM after his or her 75<sup>th</sup> birthday); and
  - 7.10.2 Nominated, in writing, by two paid up Individual Members.
- 7.11 Candidates for election by Affiliated Clubs in accordance with Rule 7.1.2 must be:
- 7.11.1 A paid-up member of an Affiliated Club that has been an Affiliated Club of the Organisation for not less than three years and aged eighteen years or over and less than seventy-five years at the time of being nominated. (An Elected Director shall retire at the AGM after his or her 75<sup>th</sup> birthday); and
  - 7.11.2 Nominated, in writing, by two paid up Affiliated Clubs including the Affiliated Club of which the candidate is a member.
- 7.12 Nominations duly signed by the nominating Individual Members or Affiliated Clubs must be delivered to the Chief Executive at the County Ground prior to 15th January preceding the AGM.
- 7.13 The Board of Directors shall prepare a schedule of competencies required of candidates. Individual Members and Affiliated Clubs nominating a candidate for election shall satisfy themselves that the candidate is not disqualified from acting as a Director, as referred to in Rule 7.41. The candidate shall be required to sign the appropriate declaration form in this respect. The Board's Nominations and Election Committee shall review all nominations so as to ensure that the candidates are "fit and proper persons" and meet the requirements of the schedule of competencies. In cases where a candidate is assessed as not meeting the required competencies, the candidate shall not be considered for election and the candidate and those nominating the candidate will be advised accordingly.
- 7.14 Candidates who are assessed as acceptable by the Nominations and Election Committee must, with their nominations, submit a written synopsis, which will be sent to all paid up Members with the ballot paper. The synopsis shall be in a form prescribed by the Board of Directors, in which the candidate should outline the qualities and skills, which the candidate feels he or she has to offer towards the direction of the Organisation's affairs. The Chief Executive shall prohibit the circulation of the synopsis if it is deemed to be defamatory or in breach of copyright or otherwise unlawful.
- 7.15 Where a candidate has a family member or partner who is employed by the Organisation then the Board of Directors shall have absolute discretion to decide whether or not this creates an unacceptable conflict of interest and whether or not the candidate may be a Director and/or be included in the election.

### ***Voting for Candidates as Elected Directors***

- 7.16 In the event of there being more nominations for Elected Directors than vacancies (in either category of Elected Director) the Chief Executive shall send a voting paper to each Member eligible to vote giving the names of the candidates, together with those of the nominators and seconders, and any additional information relating thereto as allowed for in Rule 7.14.
- 7.17 The Board of Directors shall be responsible for determining the voting procedure and for the form and content of the voting paper, which shall be completed and returned in accordance with the instructions thereon.
- 7.18 All paid-up Individual Members are entitled to nominate and vote for candidates for election to the Board of Directors further to Rule 7.1.1.
- 7.19 All Affiliated Clubs are entitled to nominate and vote for candidates for election to the Board of Directors further to Rule 7.1.2.
- 7.20 No Member aged under eighteen years is eligible to vote.
- 7.21 The Board of Directors may choose to conduct the elections by postal and/or electronic means.
- 7.22 Separate voting papers will be sent out to paid-up Individual Members and Affiliated Clubs setting out only the details of those candidates for whom they are eligible to vote. If there is more than one vacancy in any ballot, the voter shall have as many votes as there are vacancies, but need not utilise all votes.
- 7.23 The Board of Directors shall appoint independent scrutineers of the voting papers to certify the result, which shall be notified to the public and displayed at the County Ground as soon as available. The result will also be announced at the AGM.
- 7.24 If there is an equality of votes for any vacancy, the Chair of the Board of Directors shall determine which person shall be elected. If the Chair is a candidate or involved in the nomination of any candidate then a person not so involved who is appointed by the Board of Directors to deputise for the Chair shall decide on the person to be elected.
- 7.25 Candidates who are elected as Directors to the Board of Directors shall take office at the conclusion of the Annual General Meeting.

### ***Elected Directors' Term of Office***

- 7.26 Subject to Rule 7.28 below, Elected Directors shall normally serve an initial three-year term of office, which is renewable.
- 7.27 Except in exceptional circumstances, as specified in a Regulation, no Elected Director may serve as a Director for more than nine consecutive years without taking a break from office of one 12 month period or, if less, the period from one AGM to the next AGM.

### ***Elected Directors Retirement by Rotation***

- 7.28 Directors elected in accordance with Rule 7.1.1 and 7.1.2 (“Elected Directors”) shall retire from office, according to the following provisions:
- 7.28.1 At each AGM, one of the Directors elected by the Individual Members must retire and in every third year this number shall be two;
  - 7.28.2 At each AGM, one of the Directors elected by the Affiliated Clubs must retire, except every third year;
  - 7.28.3 The Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Elected Directors are elected on the same day, those to retire shall be determined by lot, unless they otherwise agree among themselves;
  - 7.28.4 The retiring Elected Directors are eligible for re-election, subject to Rule 7.27;
  - 7.28.5 The retirement of an Elected Director shall take effect upon the conclusion of the Annual General Meeting.

### ***Co-option of Directors***

- 7.29 The Board of Directors shall be empowered to co-opt to its number in accordance with Rule 7.1.5 up to four individuals to serve as Co-opted Directors. Such persons shall already be, or shall become, paid-up individual Members of the Organisation. Co-opted Directors shall have full voting rights within the Board.
- 7.30 Any candidate for such a position shall be required to submit to the Chief Executive a statement of his or her experience, skills and competences and to sign the appropriate declaration form signifying that he or she is not disqualified from acting as a Director, as referred to in Rule 7.41.
- 7.31 The Board’s Nominations and Election Committee shall review all applications so as to ensure that the candidates are “fit and proper persons” to be Co-opted Directors. In cases where a candidate is assessed not to meet the required competencies, the candidate shall be advised accordingly.
- 7.32 The appointment of any potential Co-opted Director shall require a two-thirds majority of all Directors.
- 7.33 Co-opted Directors shall be appointed by the Board of Directors for a period of between 1 and 3 years and shall retire at the appropriate AGM, but may be co-opted for a further term. No Co-opted Directors may serve as a Director for more than nine consecutive years without taking a break from office of one 12-month period or, if less, the period from one AGM to the next AGM.

### ***Appointment of Honorary Treasurer***

- 7.34 The Board of Directors shall be empowered to appoint to its number an Honorary Treasurer, in accordance with Rule 7.1.3. The Nominations and Election-Committee shall assess possible candidates and make a recommendation to the Board of Directors, the decision upon which shall require a two-thirds majority of all Directors.

7.35 The Honorary Treasurer shall be appointed for a period of 3 years and may serve one further period of a maximum of three years.

7.36 The Honorary Treasurer shall have full voting rights within the Board.

### ***Casual Vacancies***

7.37 In the event of a casual vacancy arising, the Board of Directors shall have the discretion to decide whether and how to fill the vacancy for the balance of the period of office of the former Director. In the event of an election being held, the provisions contained in this Rule 7 shall apply.

### ***Directors' Expenses and Remuneration***

7.38 No Director, other than the Executive Directors, may be an employee of the Organisation, or have been an employee in the previous two years.

7.39 No Director, other than the Executive Directors, may receive remuneration for carrying out their duties, except for the payment of direct expenses incurred in the normal course of these duties.

7.39.1 Family or partners of Directors or officers of the Organisation may only be employed or otherwise remunerated by the Organisation with the prior approval by Resolution of the Board of Directors (Rule 7.40 to be observed in this regard).

7.39.2 Directors may trade with, or be retained by, the Organisation in their normal trade profession or calling with the prior approval by Resolution of the Board of Directors (Rule 7.40 to be observed in this regard).

### ***Conflict of Interest***

7.40 Directors must declare any potential conflict of interest in relation to any matters to be decided or discussed in the Board of Directors (including any committee or working party), and to absent themselves from any such discussion or decision. For the avoidance of doubt, this shall not apply to a decision that would result in a Director receiving a benefit in his or her capacity as a Member that is available generally to that category of Member.

### ***Disqualification and Removal of Directors***

7.41 A Director shall cease to hold office if any of the following apply:

7.41.1 notification of resignation is received by the Organisation from the individual concerned and such resignation has taken effect in accordance with the terms of the Organisation (but only if at least five elected Directors will remain in office when such resignation has taken effect);

7.41.2 he or she fails to attend three consecutive meetings of the Board of Directors without good reason (the opinion of the Board being final in this regard) and the Board of Directors resolve that he or she be removed;

7.41.3 he or she becomes ineligible to continue their role due to their contravention of the ECB's Financial Regulations, or Directors & Officers Regulations;

- 7.41.4 he or she would be prohibited by law from being a Director or if he or she would be disqualified from acting as a company director under the provisions of the Companies Act 2006 as amended;
- 7.41.5 the Board of Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and it resolves that he or she be removed from office;
- 7.41.6 he or she is in breach of the Rules or the Regulations or byelaws adopted by the Board of Directors from time to time and that at a meeting of the Board (at which at least half of the Directors are present) a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and he or she has been afforded a reasonable opportunity of either (at his or her option) being heard by or making written representations to the Board of Directors;
- 7.41.7 at an Annual General Meeting or a Special General Meeting of the Organisation, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views.
- 7.41.8 he or she is an Elected Director and reaches the age of seventy-five years

## **8. PRESIDENT AND VICE-PRESIDENTS**

- 8.1 At an Annual General Meeting ("AGM") in each year the Members shall elect a President and Vice-Presidents, all of whom shall become voting Individual Members of the Organisation, if not already so, and shall hold a share.
- 8.2 No-one shall be nominated for election as President or Vice-President unless:
  - 8.2.1 his or her nomination results from a recommendation of the Board of Directors; or
  - 8.2.2 he or she has been nominated in writing by two Members; and
    - (a) To be valid any such written nomination must be received by the Chief Executive by 15th January immediately preceding that AGM
    - (b) Nominations shall be reviewed and must be approved by the Board of Directors.
- 8.3 The names of any persons to be proposed for election to these positions shall be included in the Agenda for the AGM.
- 8.4 The President and Vice-Presidents elected in accordance with this Rule shall hold office until the next AGM and shall then be eligible for re-election without the need for further written nomination.

## **9. OFFICERS ELECTED BY THE BOARD OF DIRECTORS**

- 9.1 The Chair, Vice Chair of the Board of Directors and Honorary Treasurer shall constitute the Officers of the Organisation.

- 9.2 The Chair and Vice-Chair shall normally be Elected Directors and shall be elected by the Board at its first meeting after the AGM, which shall be held within 30 days following the AGM. The method of nomination and election shall be in accordance with Rules 9.3 and 9.4.
- 9.3 Any candidate to be the Chair or Vice Chair of the Board of Directors must be proposed, in writing to the Chief Executive, by one other Director, not earlier than the conclusion of each AGM. If two or more candidates are proposed for one position, a simple majority vote of the Directors of the Board will decide the successful candidate. A candidate may not vote in such election.
- 9.4 The Chair shall hold office for an initial period of up to three years and may serve one further period of up to a maximum of three years.

## **10. PROCEEDINGS OF THE BOARD OF DIRECTORS**

### ***Directors to take Decisions Collectively***

- 10.1 The Board of Directors shall prescribe from time to time the procedure for the conduct of Board meetings.
- 10.2 Any decision of the Board of Directors must be either:
- 10.2.1 by decision of a majority of the Directors present and voting at a quorate Board of Directors' meeting (subject to Rule 10.3); or
  - 10.2.2 a decision taken in accordance with Rule 10.7.
- 10.3 If the numbers of votes for and against a proposal at a Board of Directors' meeting are equal, the chair of the meeting may exercise a casting vote in addition to any other vote he or she may have.

### ***Quorum for Directors' Meetings***

- 10.4 The quorum for meetings of the Board of Directors shall be five Directors, no fewer than four of which shall be Elected Directors, including at least one Director elected according to Rule 7.10 and one Director elected according to Rule 7.11.
- 10.5 At a meeting of the Board of Directors, unless a quorum is present no proposal shall be voted on, except a proposal to call another meeting, or to make a decision to appoint further Directors.

### ***Chairing of Directors' Meetings***

- 10.6 The Chair shall preside at each meeting of the Board of Directors. In the absence of the Chair, the Vice Chair or, in his or her absence, another Director nominated by the Directors present shall preside as chair of the meeting.

### ***Taking Decisions Without a Meeting***

- 10.7 The Directors may take a decision without holding a meeting of the Board of Directors that shall be as valid and effectual as if it had been taken at a meeting of the Board of Directors duly convened and held, provided the decision is taken in accordance with the appropriate Regulations as determined by the Board of Directors.

## **11. DIRECTORS' POWERS OF DELEGATION**

### ***Delegation of Powers or Functions***

- 11.1 Subject to the Rules, the Board of Directors may delegate any of its powers or functions to any designated committee or working party, as it considers necessary, within appropriate Regulations and byelaws as determined by the Board of Directors.
- 11.2 The Board of Directors may by power of attorney or otherwise appoint any person to be the agent of the Organisation for such purposes and on such conditions as it determines.

### ***Committees***

- 11.3 In the case of delegation to committees and working parties:
  - 11.3.1 a resolution of the Board of Directors making the delegation must specify those who shall serve on the committee or working party (although the resolution may allow the committee to make co-options up to a specified number);
  - 11.3.2 the Board of Directors may make such Regulations and impose such terms and conditions and give such mandates to any committee or working party as it may from time to time think fit;
  - 11.3.3 no committee shall knowingly incur expenditure or liability on behalf of the Organisation except where authorised by the Board of Directors or in accordance with a budget approved by the Board of Directors.
  - 11.3.4 the deliberations of any committee must be reported regularly to the Board of Directors and any resolution passed or decision taken by any committee must be reported promptly to the Board of Directors and every committee must appoint a secretary for that purpose;
- 11.4 The meetings and proceedings of any committee shall be governed by the Rules regulating the meetings and proceedings of the Board of Directors so far as they apply and shall take precedence over any Regulations or byelaws made by the Board of Directors.

## **12. REPORT AND ACCOUNTS**

- 12.1 The Board of Directors shall ensure the preparation in each year:
  - 12.1.1 The Annual Accounts of the Organisation for the financial year ending in that year, which shall be audited and duly certified by external Auditors appointed for that purpose in accordance with part 7 of the Act; and
  - 12.1.2 The report of the Board of Directors for that financial year dealing with the cricket and general affairs of the Organisation, and including a list of the Officers of the Organisation, the members of the Board of Directors and of all committees then in office, and the senior employed officials.
- 12.2 At each Annual General Meeting an auditor or auditors (“the Auditors”), not being a Director or Directors and being nominated by the Board of Directors, shall be appointed to audit the Annual Accounts of the Organisation. A Statement of the Accounts for the financial year, duly audited and signed on behalf of the Board of Directors by the Chief Executive, or the Society’s Secretary, and two Directors (including the Honorary

Treasurer) shall be submitted at the Annual General Meeting and a copy of the Statement shall be sent with the Notice of the AGM to every paid up Member.

- 12.3 Copies of the audited Annual Accounts for each financial year shall be available from the Chief Executive not less than 21 days before the AGM in the ensuing year, and may be inspected on or after that date by any Member in person during normal business hours between Monday and Friday inclusive. In addition, the Annual Accounts shall be available on the Organisation's website from the time that the Notice of the AGM is sent to Members and shall be held in a conspicuous position at the registered office of the Organisation.
- 12.4 The provisions of the Act as to the appointment, removal, powers, rights, remuneration and duties of the Auditors shall be complied with. The Organisation may not dis-apply section 83 of the Act or dispense with an audit. The Auditors shall be entitled to attend any Annual or Special General Meeting and to receive all notices of and other communications (other than voting forms) relating to any Annual or Special General Meeting that any Member is entitled to receive. The Auditors shall also be entitled to speak at any Annual or Special General Meeting on any part of the business of the meeting which concerns them as Auditors.
- 12.5 The remuneration of the Auditors shall be determined by the Board of Directors and shall not exceed any limit imposed by the Registrar pursuant to the Act.
- 12.6 The notes to the Report and Accounts will include a separate balance sheet and statement of income & expenditure for each of the following activity sets:
- The activities relating to professional cricket;
  - The activities relating to recreational and community-based cricket.

### **13. ANNUAL GENERAL MEETINGS**

- 13.1 The Annual General Meeting shall normally be held in Brighton or Hove not later than 31st March in each year. The Chair of the Board of Directors, or in his or her absence the Vice-Chair, shall preside. Should both the Chair and Vice Chair be absent, another Board Director shall be authorised by the Members present to preside. A person who has a conflict of interest in any matter shall not however take the chair on that item, and another person as aforesaid shall then take the chair.
- 13.2 The Audited Accounts of the Organisation and the Report of the Directors for the preceding financial year shall be presented at the AGM and Auditors shall be appointed for the ensuing year.
- 13.3 Not less than 21 days' notice of the AGM shall be given to every paid up Member and the Notice shall be accompanied by the agenda for the meeting and copies of the Audited Annual Accounts and Report of the Board of Directors to be presented at the meeting.
- 13.4 The Board of Directors shall place on the agenda the ordinary business of the AGM and resolutions to be proposed on behalf of the Board of Directors. The Board of Directors shall also place on the agenda any resolutions to be proposed by a paid up Member of which written notice bearing the signature of the proposer and a seconder is received by the Chief Executive on or before the 15th January immediately preceding the meeting.



- 13.5 Forty paid up Members shall constitute a quorum. If a quorum is not present within 30 minutes from the time appointed for the meeting:
- 13.5.1 The chair of the meeting shall adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
- 13.5.2 If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those present and entitled to vote shall be a quorum.
- 13.6 All Individual Members and Affiliated Clubs whose subscriptions for the current year have been paid shall, on production of their Notice to Attend and their current membership card, be entitled to attend and vote at the AGM. Any Member who has more than one Membership shall be entitled to one vote only.
- 13.7 The Board of Directors shall be empowered to make provision for Members unable to be present to vote by proxy, in accordance with the Organisation's Regulations.
- 13.8 Voting will be normally undertaken through a show of hands and in the event of an equality of votes on any resolution (including any ballot) the chair of the meeting may exercise a second or casting vote.
- 13.9 A ballot on any resolution may be demanded by a majority of those Members present, or by the chair of the meeting. The chair shall decide how and when any such ballot is conducted.
- 13.10 Except where otherwise provided in these Rules, any resolution proposed at a General Meeting shall, in order to be passed, require a simple majority of the votes cast.
- 13.11 Provided that 30 members present at a General Meeting may require that a resolution is voted on separately by the Individual Members and the Affiliated Clubs' representatives present at the General Meeting and where this happens, the resolution is only passed if approved by both categories of Membership.

#### **14. SPECIAL GENERAL MEETINGS**

- 14.1 The Chief Executive shall, at the request of the Board of Directors, or on receipt of a requisition signed by not less than 50 Members entitled to vote in accordance with Rule 13.6, call a Special General Meeting, normally to be held in Brighton or Hove within 30 days of that request.
- 14.2 Such request or requisition must state the purpose for which the meeting has been called and, within fourteen days of receipt, the Chief Executive shall notify every paid up Member of the date, time, place and purpose of the meeting. Not less than fourteen days' notice of a Special General Meeting shall be given.
- 14.3 No business shall be transacted at such a Special General Meeting except that for which the meeting is called, and no amendment shall be moved to the business before the meeting, except by permission of the chair of the meeting, unless notice shall be given to the Chief Executive in writing so as to be received by him or her at least seven clear days before the date of such meeting.
- 14.4 Save, as expressly provided herein, the provisions of these Rules relating to the conduct of the AGM shall have effect in relation to a Special General Meeting.

## **15. NOTICES**

- 15.1 Any Notice required by these Rules to be sent to a paid up Member may be delivered by hand or sent by pre-paid post (first or second class) to such Member at his or her last address registered with the Chief Executive or sent by email to an email address provided by the Member for this purpose.
- 15.2 If sent by post, the Notice will be deemed to have been received by such Member at the expiration of 72 hours after the time of posting. If delivered by hand or sent by email, it shall be deemed to arrive on the date delivered or sent. In calculating a period of notice the day of deemed receipt and the day of the meeting shall both be excluded.
- 15.3 The Notice, however delivered, may refer Members to documents or information that can be downloaded from a specified website. Members may, on receipt of Notice, ask the Organisation for copies of the documents to be sent to them by email or in the post.

## **16. PROCEDURAL IRREGULARITIES**

- 16.1 All acts done by a person acting as a Board Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
- 16.2 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental lack of formality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

## **17. ALTERATION OF RULES**

- 17.1 Subject to the requirements of the Act, these Rules may be amended or rescinded at an Annual General Meeting or Special General Meeting called for that purpose. Any such proposals must be clearly set out in the Agenda and Notice Paper for the meeting.
- 17.2 To be adopted, any such Amendment or New Rule shall require a special majority of two-thirds or more of those present and voting.

## **18. SEAL AND EXECUTION OF DEEDS**

- 18.1 The Board of Directors may appoint persons by name or by office to authorise the affixing of the common seal of the Organisation to any instrument on its behalf and also to attest the signing of the said instrument. Provided that no fewer than two such persons shall authorise the affixing of the common seal and sign each such instrument.
- 18.2 For the avoidance of doubt, the Board of Directors may authorise any one of their number to sign deeds on behalf of the Organisation provided their signature is witnessed.

## **19. INDEMNITY**

- 19.1 The Organisation shall endeavour to arrange appropriate insurance to indemnify every Director in respect of any liability arising from or in respect of the Organisation (except any claim arising from wilful fraud, wrongdoing or wrongful omission on his or her part)

including any liability incurred in successfully defending legal proceedings in their capacity as a Director.

- 19.2 No Director shall be liable for any loss to the Organisation except in relation to loss caused by his or her wilful and individual fraud, wrongdoing or wrongful omission.

## **20. INTERPRETATION OF RULES**

- 20.1 For the purpose of these Rules unless the context otherwise requires,

20.1.1 The “Act” shall be the “Co-operative and Community Benefits Societies Act 2014” or any such further legislation that has an effect on this;

20.1.2 The “Organisation” shall be “Sussex Cricket Limited”;

20.1.3 The masculine shall include the feminine (and vice versa);

20.1.4 The singular shall include the plural (and vice versa);

20.1.5 The County (of Sussex) shall comprise East Sussex and West Sussex and the City of Brighton & Hove;

20.1.6 “ECB” is the England & Wales Cricket Board;

20.1.7 “Clear Days” in relation to a period of notice shall mean that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

20.1.8 “General Meeting” shall mean either an AGM or a SGM;

20.1.9 “AGM” and “Annual General Meeting” shall mean a meeting called in accordance with Rule 13;

20.1.10 “SGM” and “Special General Meeting” shall mean a meeting called in accordance with Rule 14;

20.1.11 “Term” shall mean the period between one AGM and the next AGM;

20.1.12 “Financial year” shall mean the period (whether or not of twelve months) for which the Board of Directors shall determine that the Annual Accounts of the Organisation are made up;

20.1.13 “Year” and “Current Year” shall mean any 12 month period;

20.1.14 “Season” shall mean the period in which 1<sup>st</sup> class cricket is played in the UK;

20.1.15 “Ballot” shall mean the formal process by which votes are made secretly and in a written form;

20.1.16 “Auditor” shall mean the professional company, individual or other such arrangement for providing independent scrutiny or confirmation of the Annual Accounts of the Organisation, as the law, from time to time, requires or allows;

- 20.1.17 "In writing" shall mean a typed or handwritten document duly signed or an email, which in the case of a Member shall be sent from the Member's specific electronic address as notified to the Organisation;
- 20.1.18 "Individual Member" means a Member admitted in accordance with Rule 5.8;
- 20.1.19 "Affiliated Club" means a Member admitted in accordance with Rule 5.9;
- 20.1.20 "Associate Member" has the meaning given in Rule 5.2;
- 20.1.21 "Honorary Member" means an Associate Member admitted in accordance with Rule 5.2;
- 20.1.22 "Member" and "Membership" refers to Individual Members and Affiliated Clubs;
- 20.1.23 For the avoidance of doubt:
- a) an Individual Member of three years' standing means a person who is currently a Member and has been so for at least three consecutive calendar years prior to the time of election;
  - b) an Affiliated Club is one that has been affiliated to the Organisation for at least three consecutive calendar years prior to the time of election.
- 20.1.24 "Regulations" means Regulations made by the Board of Directors in accordance with Rule 7.4;
- 20.1.25 "Board of Directors" has the meaning given in Rule 7.1;
- 20.1.26 "Elected Directors" means the Directors appointed in accordance with Rule 7.1.1 and 7.1.2;
- 20.1.27 "Executive Directors" means the Directors appointed in accordance with Rule 7.1.4;
- 20.1.28 "Co-opted Directors" means the Directors appointed in accordance with Rule 7.1.5;
- 20.2 Upon any question of the interpretation of these Rules, the decision of the Board of Directors shall be final.

## **21. DISSOLUTION AND WINDING UP OF THE ORGANISATION**

- 21.1 The Organisation may be dissolved only in accordance with the Act.
- 21.2 The Organisation may be wound up either compulsorily by an order pursuant to the Insolvency Act 1986, or voluntarily by resolution of the Members (either as a Members Voluntary Winding Up or Creditors Voluntary Winding Up) pursuant to the Insolvency Act 1986 as if the Organisation were a company within the meaning of that Act.
- 21.3 In the event of dissolution or winding up, the property and assets of the Organisation, after discharge of all liabilities and expenses, shall be distributed for the benefit of cricket in the County of Sussex as the Board of Directors at the time shall think fit.

**END**